

UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

In re:)	
)	Chapter 11
)	
PARADIGM TELECOM II, LLC)	Case No. 18-34112
)	Honorable J. Jeff Bohm
Debtor.)	

**DEBTOR'S EMERGENCY MOTION FOR AN ORDER AUTHORIZING THE SALE OF
PURCHASED ASSETS FREE AND CLEAR OF ALL LIENS, CLAIMS,
ENCUMBRANCES AND OWNERSHIP RIGHTS OF THIRD PARTIES WITH ALL
LIENS AND OWNERSHIP RIGHTS ATTACHING TO THE PROCEEDS OF SALE**

THIS MOTION SEEKS AN ORDER THAT MAY ADVERSELY AFFECT YOU. IF YOU OPPOSE THE MOTION, YOU SHOULD IMMEDIATELY CONTACT THE MOVING PARTY TO RESOLVE THE DISPUTE. IF YOU AND THE MOVING PARTY CANNOT AGREE, YOU MUST FILE A RESPONSE AND SEND A COPY TO THE MOVING PARTY. YOU MUST FILE AND SERVE YOUR RESPONSE WITHIN 21 DAYS OF THE DATE THIS WAS SERVED ON YOU. YOUR RESPONSE MUST STATE WHY THE MOTION SHOULD NOT BE GRANTED. IF YOU DO NOT FILE A TIMELY RESPONSE, THE RELIEF MAY BE GRANTED WITHOUT FURTHER NOTICE TO YOU. IF YOU OPPOSE THE MOTION AND HAVE NOT REACHED AN AGREEMENT, YOU MUST ATTEND THE HEARING. UNLESS THE PARTIES AGREE OTHERWISE, THE COURT MAY CONSIDER EVIDENCE AT THE HEARING AND MAY DECIDE THE MOTION AT THE HEARING.

EMERGENCY RELIEF HAS BEEN REQUESTED. IF THE COURT CONSIDERS THE MOTION ON AN EMERGENCY BASIS, THEN YOU WILL HAVE LESS THAN 21 DAYS TO ANSWER. IF YOU OBJECT TO THE REQUESTED RELIEF OR IF YOU BELIEVE THAT THE EMERGENCY CONSIDERATION IS NOT WARRANTED, YOU SHOULD FILE AN IMMEDIATE RESPONSE.

TO THE HONORABLE JEFF BOHM:

COMES NOW, Paradigm Telecom II, LLC, the Debtor herein ("**Debtor**" or "**Movant**") and files this Emergency Motion for an Order Authorizing the Sale of Purchased Assets Free and Clear of all Liens, Claims, Encumbrances and Ownership Rights of Third Parties, with all Liens

and Ownership Rights Attaching to the Proceeds of Sale (the “*Motion*”), and would respectfully show unto this Court as follows:

1. The Debtor filed a voluntary petition for relief under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. § 101, et seq., on July 27, 2018 (the “Date of Petition”).

2. This Court has jurisdiction over this Motion pursuant to 11 U.S.C. § 105 and 1334 and 28 U.S.C. §§ 151, 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408.

3. Notice of this Motion is being given to the United States Trustee and all creditors and parties-in-interest in accordance with the provisions of 11 U.S.C. § 363(h), Fed. R. Bankr. P. 6004(3), 2002(a)(2), (c)(1), and (i), as well as Bankruptcy Local Rules 6004 and 9013.

4. By this Motion, Debtor seeks an Order of this Court, in accordance with §§ 363(b)(1) and (f) of the Bankruptcy Code authorizing Debtor as seller, to sell to Zayo Group, LLC, as purchaser (the “Purchaser”), assets that are owned by the Debtor and the Purchased Assets on Schedule 2.1. A true and correct copy of the Purchase Agreement is attached hereto as Exhibit “A.” The sale under the Purchase Agreement is to be free and clear of all liens, claims, charges and encumbrances.

5. The Purchaser’s offer is the best overall offer that has been received for the Purchased Assets. Therefore, the best alternative for the estate and its creditors is the sale of the Purchased Assets to Purchaser.

6. Debtor requests that the Court approve the sale of the Purchased Assets free and clear of all liens and ownership rights owned by any and all third parties.

7. The Debtor has negotiated in good faith to sell the Purchased Assets to the Purchaser. The Debtor believes that the \$1,106,132 purchaser price for the Purchased Assets is the best price currently obtainable for the Purchased Assets in an arms-length transaction.

8. The Debtor further submits that this sale of the Purchased Assets is in the best interests

of the Debtor's estate and its creditors-at-large. The facts of this case justify the ordinary course of business sale as the sale of the Purchased Assets will result in the payment of all of Debtor's secured claims at closing of the sale and all remaining claims of creditors will be paid pursuant to a Plan to be proposed by the Debtor.

9. This Motion is filed on an emergency basis. An emergency exists because by Agreed Order, the Debtor is in the process of resolving its claims with T-Mobile USA, Inc. among other counter parties. Therefore, the Debtor requests that an emergency hearing be held convenient to this Court's schedule.

WHEREFORE, PREMISES CONSIDERED, Debtor prays that the Court (i) set an emergency hearing on Debtor's Motion; (ii) approve the sale of the Purchased Assets to Purchaser, Zayo Group, LLC; (iii) authorize Debtor to sell the Purchased Assets to the Purchaser upon and subject to the terms and conditions set forth in the attached Definitive Agreement free and clear of all liens claims and encumbrances and Ownership Rights of Third Parties, with all Liens and Ownership Rights Attaching to the Proceeds of Sale; (iii) waive the requirements of Bankruptcy Rule 6004(h) such that the 14 day waiting period for finality of this Court's Order of Sale is waived; and (iv) grant Debtor such other and further relief as the Court deems just and proper.

Respectfully submitted this 26th day of February, 2019.

FUQUA & ASSOCIATES, P.C.

By: /s/ Richard L. Fuqua
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COUNSEL FOR DEBTOR

CERTIFICATE OF SERVICE

This is to certify that a true and correct copy of the foregoing Debtor's Emergency Motion was forwarded by first class United States mail and/or Court ECF on the 27th day of February, 2019 to all parties listed on the attached service list.

/s/ Richard L. Fuqua
Richard L. Fuqua

AFFIDAVIT IN SUPPORT OF EMERGENCY MOTION

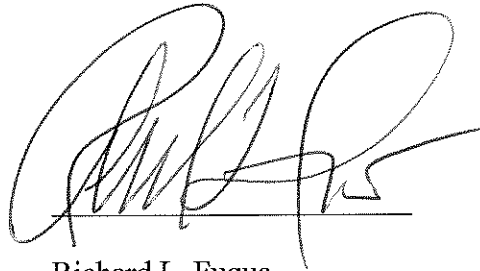
COUNTY OF HARRIS

STATE OF TEXAS

BEFORE ME, the undersigned authority, on this day personally appeared Richard L. Fuqua, known to me to be the person whose name is subscribed hereto, and in the capacity stated below, who, being by me duly sworn, upon his oath deposed and states as follows:


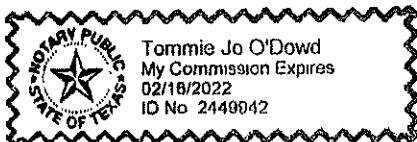
- “1. My name is Richard L. Fuqua.
2. I am over the age of eighteen years and fully competent to testify herein.
3. I am an attorney representing Paradigm Telecom II, LLC. Each and every statement contained in the foregoing Emergency Motion is based on my personal knowledge and is true and correct to the best of my belief.”

Further, affiant sayeth not.



Richard L. Fuqua

SWORN TO AND SUBSCRIBED BEFORE ME, the undersigned authority on this 26th day of February, 2019, to certify which, witness by the seal of office.



Notary Public, State of Texas